

P990000046339

Name Steven Kimmel Phone (205) 861-3921

Company Visual Fw. Net, Inc.

Address 10185 Collins Ave #604

City Bat Harbor State FL ZIP 33154

Office Use Only

2 Your Internal Billing Reference Information

(if known):

1. 700002880397-4
(Corporation Name) -05/19/99-01072-019
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2. _____
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☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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1999 MAY 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

MAY 21 1999

Articles of Incorporation

of

Visualfone.Net Inc.

The undersigned hereby establishes the following for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

Article I

The name of this corporation shall be VISUALFONE.NET INC.

Article II

This corporation is organized for the following purposes: To engage in the business of communications, tele-communications, consulting, sales and any other business related thereto.

Article III

The number of shares of stock that this corporation is authorized to have outstanding is initially set at 10,000,000 shares of Common Stock (10,000,000), with a par value of (.001) per share.

Article IV

Preemptive Rights

There shall be no preemptive rights.

Article V

Corporate Duration

This corporation shall have perpetual duration unless sooner dissolved by law.

Article VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is; 10185 Collins Ave, Suite 604, Bal Harbour,

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Fl. 33154, and the name of the initial registered agent of this Corporation at that address is Steven D. Kimmel.

Article VII

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the by-laws but shall never be less than one person. The name and address of the initial director of the Corporation is as follows: Steven D. Kimmel, 10185 Collins Ave., Suite 604, Bal Harbour, Fl. 33154.

Article VIII

By-Laws

The power to adopt, amend, alter or repeal by-laws shall be vested in the Board of Directors and the shareholders of the company, which shall require a 2/3 vote for approval or amendment.

Article IX

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article X

Special Provisions

The following special provisions shall govern this Corporation:

- A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.
- B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officers, or officers and directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm, or corporation, in the absence of fraud, shall be

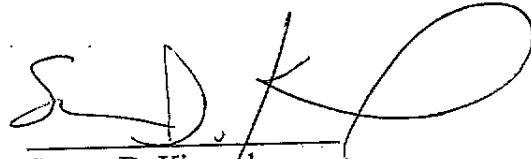
affected or invalidated by the fact that any officer, or officers and/or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connecte with such persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be interested.

Article XI

Incorporator

The name and address of the person signing these articles is as follows:
Steven D. Kimmel, 10185 Collins Ave., Suite 604, Bal Harbour, Fl. 33154.

IN WITNESS HEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of May, 1999.



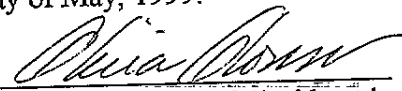
Steven D. Kimmel
Incorporator, and accepting the
Designation of Registered Agent.

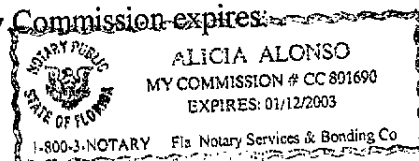
STATE OF FLORIDA }

COUNTY OF DADE }

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Steven D. Kimmel known to me and who has produced a drivers license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 18th day of May, 1999.

By: 
Notary Public, State of Florida at large
Commission #
My Commission expires:



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TALLAHASSEE, FLORIDA

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